



Market Announcement

Appendix 4G and Corporate Governance Statement

Sydney, 27 August 2026 – Integrated Research Limited (**Company, IR**) (ASX:IRI) provides the attached Appendix 4G and Corporate Governance Statement.

This announcement is approved for release by the Board.

Leanne Ralph

Company Secretary
Integrated Research Limited
ABN: 76 003 588 449

About IR

At IR, we power elite business performance. Trusted by the world's largest organizations for more than 30 years, our market-leading observability solutions are powered by Prognosis – the real-time intelligence platform built for multi-vendor infrastructure, UC&CX and payments environments. Find out more: www.ir.com.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Integrated Research Limited

ABN/ARBN

76 003 588 449

Financial year ended:

30 June 2026

Our corporate governance statement¹ for the period above can be found at:²

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.ir.com/about-us/policies-and-statements>

The Corporate Governance Statement is accurate and up to date as at 27 August 2025 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 27 August 2026

Name of authorised officer authorising lodgement: Leanne Ralph

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ We have disclosed a copy of our board charter at: https://www.ir.com/about-us/policies-and-statements	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ We have adopted a Diversity, Equity & Inclusion Policy and have disclosed a copy of this policy at: https://www.ir.com/about-us/policies-and-statements We have disclosed the information referred to in paragraph (b) and (c) in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ We have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process, referred to in paragraph (b), in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ We have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process referred to in paragraph (b), in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ We have a combined People, Remuneration and Nomination and Committee and we have disclosed a copy of the charter of the committee at: https://www.ir.com/about-us/policies-and-statements and the information referred to in paragraphs (4) and (5) at: 2.1(a)(4) in our Corporate Governance Statement 2.1(a)(5) in our Corporate Governance Statement and also in the Director's Report section of our Annual Report, which can be found at: https://www.ir.com/investors/investor-relations	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ We have disclosed our board skills matrix in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ We have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement. We have disclosed the length of service of each director in our Corporate Governance Statement and our Annual Report.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☐	☒ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ We have disclosed our code of conduct at: https://www.ir.com/about-us/policies-and-statements	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ We have disclosed our whistleblower policy at: https://www.ir.com/about-us/policies-and-statements	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ We have disclosed our Anti-Bribery and Anti-Corruption Policy at: https://www.ir.com/about-us/policies-and-statements	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ set out in our Corporate Governance Statement We have a combined Audit and Risk Committee, the composition of which includes three non-executive independent directors. We have disclosed a copy of the charter of the committee at: https://www.ir.com/about-us/policies-and-statements and the information referred to in paragraphs 4.1(a)(4) in our Corporate Governance Statement 4.1(a)(5) in our Corporate Governance Statement and also in the Director's Report section of our Annual Report, which can be found at: https://www.ir.com/investors/investor-relations	☐
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ We have disclosed our Disclosure and Communication policy at: https://www.ir.com/about-us/policies-and-statements	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ We have disclosed information about us and our governance on our website at: https://www.ir.com/investors/investor-relations And at: https://www.ir.com/about-us	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ We have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ We have a combined Audit and Risk Committee and we have disclosed a copy of the charter of the committee at: https://www.ir.com/about-us/policies-and-statements and the information referred to in paragraphs (4) and (5) at: 7.1(a)(4) in our Corporate Governance Statement 7.1(a)(5) in our Corporate Governance Statement and also in the Director's Report section of our Annual Report, which can be found at: https://www.ir.com/investors/investor-relations	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ We have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ We have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ We have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ We have a combined People, Remuneration and Nomination Committee and we have disclosed a copy of the charter of the committee at: https://www.ir.com/about-us/policies-and-statements and the information referred to in paragraphs (4) and (5) at: 8.1(a)(4) in our Corporate Governance Statement 8.1(a)(5) in our Corporate Governance Statement and also in the Director's Report section of our Annual Report, which can be found at: https://www.ir.com/investors/investor-relations	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ We have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement and in our Remuneration Report contained in our Annual Report, which can be found at: https://www.ir.com/investors/investor-relations	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ We have disclosed our policy on this issue or a summary of it in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Integrated Research Limited

2026 Corporate Governance Statement

The Integrated Research Limited Board of Directors (**Board**) is pleased to present IRs Corporate Governance Statement for 2026 (**Statement**). This Statement outlines our principal corporate governance practices in place during the financial year ended 30 June 2026. Copies of all governance documents referred to in this Statement can be found at <https://www.ir.com/about-us/policies-and-statements>.

Our governance policies and practices are largely consistent with the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Governance Principles**) throughout the year. These policies and practices are reflected in this Statement as well as our Appendix 4G.

Our governance framework ensures accountability, both of the Board and senior executives, to the Company and its shareholders. Diagram 1 summarises our governance framework, including the functions reserved for the Board. The functions carried out by the three standing Board Committees are outlined in section 2 of this Statement.

1 The Board of Directors

Relevant governance document:

- Board Charter

1.1 The responsibilities of the Board

The Board is responsible for demonstrating leadership, establishing strategic objectives, defining the Company's mission, approving our values and the Code of Conduct and oversight of the management of the Company. To clarify the roles and responsibilities of directors and management, and to assist the Board in discharging its responsibilities, the Board operates under a formal Charter that sets out the functions reserved to the Board and provides for the delegation of functions to Board Committees and to senior management.

The Board has reserved for itself the specific responsibilities summarised below:

- overall strategic guidance, approving the Company's values and approving the Code of Conduct;
- oversight of management;
- oversight of financial and capital management;
- promotion of effective engagement with shareholders;
- promoting ethical and responsible decision-making;
- satisfying itself that there is a robust risk management framework in place, and monitoring the systems of compliance, risk management and control;
- setting risk appetite guidance; and
- overseeing the Company's process for making timely and balanced disclosure of all material information.

Further details around the responsibilities reserved for the Board and those specifically delegated to the Chief Executive Officer and Managing Director (**CEO/MD**) are outlined in the Board Charter, which is reviewed on an annual basis to ensure that the division of functions between the Board and management continues to be appropriate for the needs of the Company.

The Board has delegated specific authority to three Board committees, which assist the Board by examining various matters and making recommendations. A description of each committee and its responsibilities is set out in section 2 of this Statement.

1.2 Board composition

As at the date of this Statement there were five directors on the Board. Table 1 below sets out each director, the commencement of their tenure, and their status as an independent or non-independent director.

Table 1

Director	Tenure commencement	Independent/non-independent
Mr Peter Lloyd	15 July 2010	Independent, non-executive director and Chair
Mr Ian Lowe	17 October 2024	Non-independent, Chief Executive Officer and Managing Director
Mr Michael Hitz	23 October 2023	Independent, non-executive director
Mr Mark Brayan	22 November 2023	Independent, non-executive director
Ms Kate Greenhill	19 April 2024	Independent, non-executive director

Directors' qualifications and experience are listed in the Annual Report in the Directors' Report, including details of their other listed entity directorships. This information can also be found on the Company's website.

1.3 Director independence

The Board assesses all directors' independence with reference to the criteria outlined in Box 2.3 of the ASX Governance Principles annually. The Board considers a director to be independent if they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and objective judgement. The Board considers the materiality of any given relationship on a case-by-case basis.

As illustrated in Table 1, the following directors have been determined as being independent as at 30 June 2026 – Mr Peter Lloyd, Mr Mark Brayan, Mr Michael Hitz and Ms Kate Greenhill.

As at the date of this report, Mr Ian Lowe, by virtue of his executive CEO/MD position, is considered non-independent, based on the criteria in Principle 2 of the ASX Governance Principles.

Based on this assessment, the Board has a majority of independent directors.

1.4 Our Chair

As noted above, the directors have elected Mr Peter Lloyd as Chair of the Board. The duties of the Chair and the CEO/MD are carried out by separate people.

1.5 Relationship between the Board and our CEO and Managing Director

Our CEO/MD oversees the day-to-day management of the business and, with the support of senior management, reports to the Board on the exercise of his delegated authority. Our CEO/MD has been delegated the authority to manage the Company in accordance with the strategy, plans and policies approved by the Board. The delegations are reviewed by the Board from time to time.

Non-executive directors have the opportunity to meet at each Board meeting without the CEO/MD or management present.

1.6 Nomination and appointment of directors

When considering the appointment of directors to the Board, a formal process is undertaken to identify various candidates, with interviews held and appropriate background checks carried out. In addition, the Board considers and formally resolves to support the election or re-election of directors to shareholders at general meetings/annual general meetings.

Before director candidates are selected, the Board considers the current collective skills and competencies, and will assess its needs at that time and in the future and develop selection criteria for the candidates. Candidates are required to disclose their other commitments and confirm that they can dedicate sufficient time to their duties.

There were no director appointments made in FY26.

The Company provides shareholders, in the relevant notice of meeting, with information in its possession to assist them in making an informed decision on all directors standing for election or re-election. This information includes biographical details, covering relevant qualifications, experience, and skills directors bring to the Board, details of any other material directorships currently held by the candidate, the term of office currently served by the directors, a statement on the independence of the candidate and the reasons why, and a statement by the Board as to whether it supports the election or re-election of the candidate and a summary of the reasons why.

Directors are elected or re-elected in accordance with the Company Constitution, the *Corporations Act 2001* (Cth) (**Corporations Act**), and the ASX Listing Rules.

1.7 Induction and ongoing development

A director induction program has been designed, and our directors are expected to participate in this induction and orientation program on appointment. In addition, industry and technology updates are provided to the Board to ensure they are informed about developments within the Company and the industry in which it operates.

1.8 Knowledge, skills, and experience

The Board maintains a Board Skills Matrix that outlines the skills and experience considered by the Board to be important for its directors to collectively possess. These skills are set out in Table 2, with each considered a competency that the Board believes it requires to effectively discharge its duties.

The Board Skills Matrix and competency descriptions are reviewed annually to ensure the skills remain relevant to the Company.

The Board comprises highly experienced senior business leaders from a variety of professional backgrounds who each meet the fundamental requirements and, collectively, possess the necessary mix of skills, experience, tenure and diversity considered necessary to appropriately govern the Company.

From time to time there may be areas identified by the Board where additional knowledge would be beneficial, which it addresses by engaging external advisors and/or requesting more detailed reporting from management.

Diagram 1 below illustrates, at 30 June 2026, the number of directors who have a level 3, 'high', or level 2, 'medium' competency, and experience in the described skill, where directors were asked to rate their competency level for each skill as follows:

High:	strong working knowledge or expertise and experience;
Medium:	solid working knowledge and some experience; and
Low:	limited knowledge and not an area of experience.

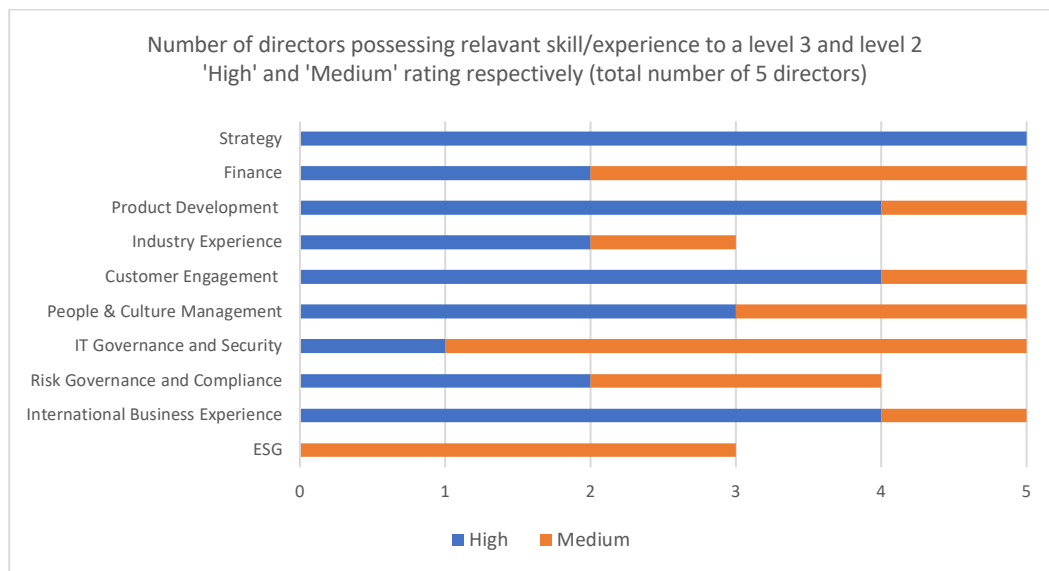
These numbers are extracted directly from the Board Skills Matrix.

All directors are expected to use their range of relevant skills, knowledge and experience and to apply their judgement to all matters discussed at Board meetings.

Table 2

SKILL	DESCRIPTION
Strategy	Experience in defining strategic objectives, assessing business plans and driving execution. Ability to think strategically and identify and critically assess opportunities and threats, and develop effective strategies in the context of changing market conditions.
Finance	Understanding the financial drivers of the business, experience in financial accounting and reporting, tax, corporate finance and internal financial controls.
Product development	Experience in the development and commercialisation of new products to underpin growth.
Industry experience	Experience and broad understanding of sector dynamics, market drivers, and competitors, including market and operational trends and issues.
Customer engagement	Experience developing customer, sales and marketing strategies and delivering customer outcomes.
People and culture management	Board Committee or senior executive equivalent experience relating to people management and human resources, corporate culture, diversity and inclusion, and remuneration issues of a global organisation.
IT governance and security	Understanding the use of data and the risks associated with data security, AI, cyber and privacy.
Risk, governance and compliance	Experience in identification, monitoring and management of material financial and non-financial risks, the oversight of compliance frameworks and controls, ability to identify and oversee mitigation strategies for emerging risk and compliance issues in the organisation. Knowledge and experience in best practice governance structures, policies and processes, including ASX governance requirements.
International business experience	Experience in international business, trade and/or investment at a senior executive level and exposure to global markets and a range of different political, regulatory, and business environments.
ESG	Expertise in the areas of environment, social and governance (ESG), and the ability to advise the Company of required policies, actions and disclosures on these matters.

Diagram 1



2 Operation of the Board

Relevant governance documents:

- [Audit and Risk Committee Charter](#)
- [People, Remuneration and Nomination Committee Charter](#)
- [Technology and Innovation Committee Charter](#)

2.1 Board committees

The Board has established the following standing Committees, which assist it with the execution of its responsibilities. The composition and effectiveness of the committees are reviewed on an annual basis:

- Audit and Risk Committee;
- People, Remuneration and Nomination Committee; and
- Technology and Innovation Committee

Each of these committees operates in accordance with specific charters approved by our Board, which sets out its composition, functions and responsibilities.

In addition, the Board may establish ad-hoc committees or delegate authority to existing committees to oversee specific activities.

Details of the number of committee meetings held during the year and individual directors' attendance at these meetings can be found in the 2026 Directors' Report and in Section 2.7 below. Details of the qualifications and experience of committee members can also be found in the Directors' Report.

A high-level description of each committee's responsibilities and committee composition as at 30 June 2026 is set out in the following table.

Table 3

Members	Composition	Key Responsibilities
Audit and Risk Committee		
Ms Kate Greenhill (Chair) Mr Peter Lloyd Mr Michael Hitz	• At least three non-executive director members, a majority of whom are independent directors. • The chair must be an independent non-executive director. • All members should be financially literate, and at least one member must have financial expertise, and some members must have an understanding of the industry in which IR operates.	The role of the Committee is to assist the Board in carrying out its accounting, auditing and financial reporting responsibilities, including oversight of: • the integrity of the Company's corporate reporting processes and financial statements; • accounting and tax related policies; • the appointment, remuneration, independence and competence of the Company's external auditors; • the effectiveness of the Company's system of risk management and internal controls; and • the Company's systems and procedures for compliance with applicable legal and regulatory requirements.

Members	Composition	Key Responsibilities
People, Remuneration and Nomination Committee		
Mr Mark Brayan (Chair) Mr Peter Lloyd Ms Kate Greenhill	- At least three members, a majority of whom are independent directors, and all of whom are non-executive directors. - The chair must be an independent non-executive director. - Each member of the Committee is expected to possess adequate remuneration, regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.	The Committee is responsible for overseeing, reviewing and making recommendations to the Board on: - Board – composition, succession of directors, new appointments, director induction, board skills matrix and performance evaluation process; - CEO and Executives – appointments of the CEO and approving the appointment of the CEO's direct reports and the general terms of their employment including total remuneration; - talent and succession planning for executives; - performance evaluation of executives; - Director fees and director minimum shareholding requirement; - CEO and executive remuneration packages, including incentives; - employee equity plans and incentive plan administration - remuneration plans, policies and practices; - key people and organisational culture strategies; and - Code of conduct, diversity policy and workplace health and safety policies, and oversight of compliance with these policies.
Technology and Innovation Committee		
Mr Michael Hitz (Chair) Mr Peter Lloyd Mr Mark Brayan	- At least three members, a majority of whom are independent directors, and all of whom are non-executive directors. - The chair must be an independent non-executive director. - The members of the Committee should collectively possess expertise in technology, innovation, strategic transformation, and corporate governance.	In general, the Committee is responsible for defining and reviewing the technology strategy and architecture to support the business strategy, and encouraging innovation to enhance the Company's long-term performance. The Committee performs the following functions and oversees, reviews and accordingly makes recommendations to the Board on the following areas: - Technology strategy and product planning oversight; - Innovation investment portfolio and capital allocation to innovation, including investment decision frameworks; - Continuous innovation culture, organisational enablement, innovation metrics and learning systems; and - Technology risk management and strategic resilience.

2.2 Remuneration of directors and senior executives

The Company's remuneration framework is designed to ensure that the level and composition of remuneration is both competitive and reasonable. Policies are designed to attract and retain talented and motivated employees as well as raising the level of performance of the Company.

Executive Remuneration

Our remuneration framework is designed to attract, motivate and retain employees, including senior management, and ensure that the interests of the employees are aligned with those of the shareholders. In discharging its duties, the People, Remuneration and Nomination Committee reviews and makes recommendations to the Board on the remuneration of the CEO/MD, CFO, and other senior executives.

In making its recommendations the People, Remuneration and Nomination Committee ensures that:

- remuneration is set with reference to prevailing market rates for similar positions, adjusted to account for experience, productivity and ability;
- remuneration packages are designed to motivate senior management to pursue the long-term growth and success of the Company, and not reward conduct that is contrary to the Company's values or risk appetite; and
- a clear relationship exists between performance and remuneration.

Non-executive director remuneration

The Company distinguishes the structure of non-executive directors' remuneration from that of executive Directors and senior executives. Non-executive directors are remunerated by way of fees, which are set with reference to the prevailing market rates. They do not participate in incentive schemes designed for the remuneration of executives, nor do they receive bonus payments, or any retirement benefits other than any required statutory superannuation.

To create alignment between non-executive directors and shareholders, non-executive directors are encouraged to hold IRI shares, and a policy has been adopted that places a minimum holding requirement of the equivalent of one years' pre-tax director fee on appointment, after three years of service. All directors comply with this policy.

Conversely, to preserve independence and impartiality, no element of non-executive director remuneration is 'at risk' (that is, it is not based on the performance of the Company).

2.3 Performance evaluation

The Board undertook a performance evaluation during the reporting period. Consistent with the last year, the Board undertook a confidential, structured evaluation to review the role, composition, values, behaviours and processes of the Board and its Committees. The review involved each Director providing anonymous feedback on a range of Board-related topics, covering the role of the Board, strategy, composition and skills of the Board, meeting processes, Board papers and relationships and culture of the Board.

The CEO/MD's performance is formally assessed on an annual basis by the Board. All Key Performance Indicators (KPIs) are considered by the People, Remuneration and Nomination Committee, which evaluates the CEO/MD's performance and makes a recommendation to the Board in relation to performance and remuneration.

An annual assessment of the performance of all other senior executives is undertaken by the CEO/MD, who conducts performance reviews in relation to each senior executive.

A performance evaluation for all senior executives, including the CEO/MD, was undertaken in the reporting period in accordance with the process disclosed above.

Further information on directors' and executives' remuneration, including principles used to determine remuneration and KPIs, is set out in the Remuneration Report in the 2026 Annual Report.

2.4 Independent advice

To facilitate independent judgement in decision-making, following consultation with the Chair, each director has the right to seek independent professional advice at the Company's expense. Generally, this advice will be available to all directors.

2.5 Agreements with directors and senior executives

Our non-executive directors are appointed pursuant to formal letters of appointment which, among other things, set out the key terms and conditions of the appointment, the Board's expectations in relation to the performance of the director, procedures for dealing with a director's potential conflict of interest and the disclosure obligations of the director, together with the details of the director's remuneration.

The CEO/MD and all senior executives (defined as direct reports to the CEO/MD) have detailed service contracts in place.

2.6 Company Secretary

The Board Charter expressly provides that the company secretary is directly accountable to the Board through the Chair on all matters relating to do with the proper function of the Board. All directors have access to the company secretary, who is appointed by, and accountable to, the Board on all governance matters.

2.7 Board and committee meetings

Details of Board and Committee meetings held during the year and individual directors' attendance at these meetings are summarised below.

Table 4

	Board		Audit and Risk Committee		Nomination and Remuneration Committee		Technology and Innovation Committee	
	A	B	A	B	A	B	A	B
Peter Lloyd	12	12	4	4	3	3	4	3
Michael Hitz	12	12	4	4	-	-	4	4
Mark Brayan	12	12	-	-	3	3	4	4
Kate Greenhill	12	12	4	4	3	3	-	-
Ian Lowe	12	12	-	-	-	-	-	-

A: Meetings eligible to attend

B: Meetings attended

3 Diversity and Inclusion

Relevant governance document:

- Diversity, Equity and Inclusion Policy

3.1 Diversity and inclusion

The Board has adopted a Diversity, Equity and Inclusion Policy which is integral to the Company's organisational culture, guiding practices in recruitment, talent management, training and day-to-day operations. The Company actively values and embraces the diversity of employees and is committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequity are not tolerated. The policy is reviewed annually to ensure it remains appropriate to the organisation.

3.2 Diversity profile, diversity initiatives, and measurable objectives

The Company has been through a period of considerable change at the Board and senior executive level and has recently reviewed and reset measurable targets for achieving gender diversity. The Board has established the following female gender targets in 2025, to be achieved within three years:

- Board¹: 30%
- Senior Management²: 40%
- All staff³: 40%

The Company initiatives to promote diversity are outlined in the Diversity, Equity and Inclusion Policy available on our website.

As at 30 June 2026, the Company had the following gender diversity:

Table 5

Employee Category	Female	%	2026		Total
			Male	%	
Board ¹	1	20%	4	80%	5
Senior Management ²	14	45%	17	55%	31
Company-wide ³	39	30%	91	70%	130

1. Includes Executive Director.

2. Defined as members of the Executive Leadership Team and the Senior Leadership Team (and including the Executive Director).

3. Includes Board.

4 Risk Management and Assurance

Relevant governance document:

- [Audit and Risk Committee Charter](#)

4.1 Role of the Audit and Risk Committee

Our Audit and Risk Committee assists the Board in overseeing and reviewing the integrity of financial reporting, the effectiveness of the risk management framework and the internal control framework to ensure that they continue to remain sound and appropriate. A summary of the responsibilities of the committee is outlined in Table 3 above.

The CFO, senior members of the finance and risk teams and the external auditors attend meetings by invitation of the Audit and Risk Committee. The committee holds regular meetings with the external auditor without management or executive directors present. Any director who is not a member of the Audit and Risk Committee may attend any meeting of the committee.

4.2 Risk Management Framework

The Audit and Risk Committee reviews and assesses the Company's risk management framework annually. This process includes overseeing the implementation, management, and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols, and internal controls to ensure they continue to be sound and that the Company is operating in line with the current risk appetite set by the Board. The Risk Appetite Statement is reviewed and approved by the Board on an annual basis with reference to the Company's Strategy and risk management framework.

4.3 External auditor

One of the responsibilities of the Audit and Risk Committee is to review and monitor the performance and independence of the external auditor.

The current external auditor is EY. EY has provided an independence declaration to the Board for the year ended 30 June 2026, and this declaration forms part of the 2026 Directors' Report. Details of non-audit services provided by the external auditor over the reporting period are included in the Financial Statements.

The external auditor is required to attend the annual general meeting and is available to answer questions from shareholders about the conduct of the audit and the preparation and content of the external auditor's report; accounting policies adopted by the Company in relation to the preparation of the financial statements; and independence of the auditor in relation to the conduct of the audit.

4.4 Internal auditor

The Company does not currently have an internal audit function, nor do we engage an internal auditor. However, the Audit and Risk Committee considers the need for internal control reviews as necessary.

4.5 Integrity in financial reporting and periodic corporate reports

The Company has a requirement that the CEO/MD and CFO provide written assurance to the Board, prior to the approval of the Company's financial statements for each financial period, that in their opinion, the Company's financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance, and that this opinion has been formed on the basis of a sound system of risk management and internal control which operates effectively.

This written declaration was received by the Board prior to its approval of the full year and half year financial statements for the financial year ended 30 June 2026.

The Board has a process in place to verify the integrity of any other financial or non-financial corporate reports not reviewed by the external auditor. Any periodic corporate report receives the approval of the Board prior to release to the market. This approval is based on a review of all relevant information provided by management. The specific process for each periodic corporate report will vary depending on the particular release, but generally involves management analysis, discussion and recommendation, backed up by supporting documentation.

4.6 Environmental and social sustainability risks

The management of the Company and the execution of its growth strategies are subject to a number of risks, which could adversely affect the Company's future development.

These risks are monitored and managed by the Board, Audit and Risk Committee and management in accordance with the framework set out in the Board Charter and the Audit and Risk Committee Charter. Key business risks, their impact and mitigants are outlined in the Directors' Report contained in the 2026 Annual Report.

Specifically in relation to Recommendation 7.4 of the ASX Principles, the Board does not believe that the Company has a material exposure to environmental or social risks. The Board considers the Company's exposure to environmental and social risks, and has a policy framework to manage both the risks and the opportunities.

- *Environmental including climate change risks* – the Company has no material known environmental risks. The Company is committed to managing and minimising the environmental footprint of operations, including its offices and travel.
- *Social risks* – the Company considers the salient human rights and labour risks, and has practices and processes in place to mitigate the risks, including the Code of Conduct.

5 Corporate Responsibility

Relevant governance documents:

- [Code of Conduct](#)
- [Whistleblower Policy](#)
- [Anti-Bribery Policy](#)

5.1 Our values

At Integrated Research, how we do business is as important as what we do. Our commitment to integrity, ethical practices, and conducting our business with respect is key to how we operate.

5.2 Code of Conduct

The Company's Code of Conduct (the **Code**) is designed to maintain confidence in the integrity of the Company and the responsibilities and accountability of individuals for reporting and investigating reports of unethical practices.

The Code sets out the standards of behaviour expected of the Board, employees and contractors of the Company whilst conducting its business. It is designed to assist employees and contractors to understand their responsibilities and obligations and provide guidance on expected performance, behaviour and ethical standards in the workplace, as well as on social media.

The Code provides general guidance as to the standards of work performance, ethical standards and behaviour required.

Any material breaches of the Code are reported to the Board.

5.3 Whistleblower Policy

The Company has adopted a Whistleblower Policy, the purpose of which is to allow people who are concerned about any improper conduct to feel comfortable reporting that conduct. It enables reporting of dishonest, fraudulent, illegal, or otherwise improper behaviour by employees, contractors, partners, former employees, and other relevant stakeholders.

The Board is informed of any material incidents reported under this policy.

5.4 Anti-Bribery Policy

The Company has adopted an Anti-Bribery Policy which sets out responsibilities about observing and upholding the Company's position on bribery, gifts, donations and extortion. It provides information and guidance on how to recognise and deal with bribery and corruption issues to ensure legal and ethical conduct and behaviour.

The Board is informed of any material incidents reported under this policy.

6 Engaging with Shareholders and Disclosure

Relevant governance documents:

- **Disclosure and Communication Policy**

6.1 Communications and external disclosure

The Company has adopted a Disclosure and Communication Policy, the objectives of which are to:

- ensure that the Company is able to meet its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act; and
- establish internal procedures so that all Group Personnel understand their obligations to ensure confidential information is protected and disclosure of price sensitive information is reported to the company secretary.

6.2 Shareholder communications and investor engagement

The Company is committed to maintaining direct, open, timely and effective two-way communications with all shareholders and the broader investment community. The Company's policy is that shareholders and other investors are informed of all material developments that impact the Company.

The Company communicates with shareholders via the following means:

- release of half-year and full-year financial statements;
- release of ASX Announcements relating to important strategic and financial initiatives;
- publication of an Annual Report;
- the Annual General Meeting and General Meetings;
- live webcasts of results briefings; and
- provision of information and resources through the online Investor Centre at <https://www.ir.com/investors/investor-relations>.

We also invite shareholders to communicate directly with us and to provide contact information and a dedicated email address on our Investor Centre. All shareholders have the option to receive communications from and send communications to the Company and our Share Registry electronically.

To also facilitate communication, the Disclosure and Communication Policy aims to promote and maintain the confidence of the Company's shareholders through ongoing, timely, balanced and effective two-way communication.

All formal reporting and Company announcements made to the ASX are published on the Company's website after confirmation of lodgement has been received from the ASX.

All new and substantive investor or analyst presentations are released to the ASX ahead of the presentation.

6.3 General Meetings

Our annual general meeting is convened once a year, usually in November.

In relation to our meetings of shareholders, an explanatory memorandum on the resolutions is included with the notice of meeting, which provides all relevant information to enable shareholders to make informed decisions on the matters put to them.

Shareholders are encouraged to vote on all resolutions, and unless specifically stated otherwise in the notice of meeting, all shareholders are eligible to vote on all resolutions. Shareholders who cannot attend the annual general meeting may lodge a proxy in accordance with the Corporations Act. Proxy forms may be lodged with the share registry by mail, hand delivery, facsimile, or electronically.

We adopt the process of all resolutions being decided by a poll.

Shareholders are entitled to ask questions about the Company and of the auditor as to its conduct of the audit and preparation of reports.

The Chair's address and any investor presentation are released to the ASX prior to the commencement of the annual general meeting, and the outcome of voting on resolutions at the meeting is released to the market after the conclusion of the meeting. Both documents are also posted on the company website.

In the event that shareholders cannot attend formal meetings, they can lodge a vote online or return their voting form to the share registry. In addition, shareholders are encouraged to submit questions prior to the meeting via the share registry portal.

6.5 ASX releases to the Board

We have a process of ensuring that all material ASX announcements are distributed to directors immediately upon their release to the market. This process is mandated in the Disclosure and Communication Policy.

7 Securities

Relevant governance document:

- [Trading Policy](#)
- [Non-executive Director Share Ownership Policy](#)

7.1 Trading policy

The Board has adopted a Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited under the Corporations Act and establish a best practice procedure for the buying and selling of securities that protects our directors, officers, employees and management against the misuse of unpublished information that could materially affect the value of securities.

The Trading Policy sets out restrictions that apply to dealing with securities and defines ‘prohibited periods’, during which Designated Persons, are unable to deal in IRI securities.

In all instances, the buying or selling of shares is not permitted at any time by any person who possesses price-sensitive information.

The Trading Policy provides that Designated Persons must not enter into any transaction that operates to limit the economic risk associated with holding securities in the Company. In addition, Designated Persons are prohibited from engaging in short-term dealing of IRI shares, where ‘short-term’ is considered six months.

7.2 Minimum shareholding policy

As noted earlier in this Statement, the Company has adopted a Non-Executive Director Share Ownership Policy, which places a minimum holding requirement on non-executive directors of the equivalent of one year’s pre-tax director fees after three years of service. All directors comply with this policy.

This Corporate Governance Statement is current as at 27 August 2026 and has been approved by the Board.

Our Corporate Governance Statement and Key to Disclosures (Appendix 4G) have been lodged with the ASX and are available at <https://www.ir.com/about-us/policies-and-statements>